

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re : Chapter 11  
FILENE'S BASEMENT, LLC, et al.,<sup>1</sup> :  
 : Case No. 11-13511 (KJC)  
 : Jointly Administered  
Reorganized Debtors. :  
 : **Hearing Date:**  
 : **February 22, 2018, at 3:00 p.m. (ET)**  
 : **Objection Deadline:**  
----- X **February 1, 2018, at 4:00 p.m. (ET)**

**REORGANIZED DEBTORS' MOTION FOR ENTRY OF A FINAL DECREE (I)  
CLOSING THE REORGANIZED DEBTORS' CHAPTER 11 CASES AND  
(II) TERMINATING CERTAIN CLAIMS AND NOTICING SERVICES**

The reorganized debtors in the above-captioned jointly administered cases (collectively, the "Reorganized Debtors") move (the "Motion") for entry of a final decree (the "Final Decree"), substantially in the form attached hereto as **Exhibit A**, closing the Reorganized Debtors' chapter 11 cases, terminating certain claims and noticing services provided by Kurtzman Carson Consultants LLC ("KCC"), and granting related relief. In support of this Motion, the Reorganized Debtors respectfully state as follows:

**JURISDICTION**

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are section 350(a) of title 11 of the United States Code 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), Rule 3022

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<sup>1</sup> The Reorganized Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Filene's Basement, LLC (8277), Syms Corp. (5228), Syms Clothing, Inc. (3869), and Syms Advertising Inc. (5234). The Reorganized Debtors' address is 340 Madison Avenue, Suite 3c, New York, NY 10173.



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of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3022-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

## **BACKGROUND**

### **A. The Chapter 11 Cases**

4. On November 2, 2011 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. No trustee or examiner was appointed in these cases.

5. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these bankruptcy cases, is set forth in detail in the *Declaration of Gary Binkoski, Interim Chief Financial Officer of Syms Corp. in Support of Chapter 11 Petitions and First Day Pleadings* (D.I. 3) (the “First Day Declaration”) filed on the Petition Date and incorporated herein by reference.

6. On November 8, 2011, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Creditors’ Committee”) pursuant to Section 1102(a)(1) of the Bankruptcy Code. *See* D.I. 111. On November 15, 2011, the U.S. Trustee appointed an Official Committee of Syms Corp. Equity Security Holders (the “Equity Committee”) pursuant to Section 1102(a)(1) of the Bankruptcy Code. *See* D.I. 159.

### **B. The Plan and Confirmation Order**

7. On August 30, 2012, the Court entered its *Findings of Fact, Conclusions of Law and Order Confirming the Modified Second Amended Joint Chapter 11 Plan of Reorganization of Syms Corp. and its Subsidiaries* (D.I. 1983) (the “Confirmation Order”).

Pursuant to the Confirmation Order, the Court confirmed the *Modified Second Amended Joint Chapter 11 Plan of Reorganization of Syms Corp. and its Subsidiaries* (the “Plan”),<sup>2</sup> which was jointly proposed by the Debtors and the Equity Committee and filed on July 13, 2012.

8. On September 14, 2012, the Effective Date of the Plan occurred.

9. The Plan is comprised of two separate reorganization plans, one for each of Syms Corp. (“Syms”) and Filene’s Basement, LLC (“Filene’s”).<sup>3</sup> Given that the Debtors believed that Syms was solvent due to the significant value of its real estate holdings, the Plan contemplated Syms paying all its creditors in full, including creditors to whom Syms provided guarantees of certain of Filene’s liabilities. The Plan further contemplated that Reorganized Syms would manage, lease and dispose of its real estate assets over time, in a non-distressed, commercially reasonable manner, in order to maximize the value of these assets for the benefit of its creditors and its shareholders.

10. In accordance with a settlement reached with the Creditors’ Committee, Syms agreed that Filene’s creditors would share in a portion of the proceeds of Syms’ assets. Thus, under the Plan, Filene’s trade creditors and employees holding Allowed Claims would be paid in full over time from proceeds of the disposition of Syms owned real estate and holders of Filene’s lease rejection claims would be paid 75% of the allowed amount of their claims over time, also from proceeds from the disposition of Syms owned real estate. Moreover, after the Effective Date, Filene’s was reorganized as a wholly-owned subsidiary of reorganized Syms for

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<sup>2</sup> Capitalized but undefined terms used herein shall have the meaning ascribed to them in the Plan.

<sup>3</sup> The Debtors did not believe that Syms Clothing, Inc. or Syms Advertising Inc. had any assets or liabilities and therefore did not propose a plan for either of these entities.

the principal purpose of exploring the sale or joint venture opportunities with respect to Filene's intellectual property.

11. The Plan also provided that reorganized Syms would purchase the approximately 54.4% of outstanding shares of Syms common stock owned by Ms. Marcy Syms, the Laura Merns Living Trust, dated February 14, 2003, and the Marcy Syms Revocable Living Trust, dated January 12, 1990 (collectively, the "Majority Shareholder") on the Effective Date. Pursuant to the Plan, reorganized Syms would pay the Majority Shareholder for the shares over time, through proceeds raised from a post-Effective Date rights offering and the proceeds of real estate dispositions. In particular, the Plan provided that after payment of exit and other costs, any proceeds remaining from the rights offering, plus proceeds of real estate dispositions, will be split between creditors and the Majority Shareholder, with creditors receiving 60% and the Majority Shareholder receiving 40%, until the Majority Shareholder is paid \$10,725,761. The balance of Syms' payment obligation to the Majority Shareholder, in the amount of \$7,065,907, would be paid after reorganized Syms has satisfied all its obligations to creditors under the Plan.

**C. The Claims Reconciliation Process**

12. All applicable claims bar dates have now passed. The official claims register, prepared and maintained by the Reorganized Debtors' notice, claims, and solicitation agent, KCC, reflects that approximately 3,131 proofs of claim (each a "Proof of Claim" and collectively, the "Proofs of Claim") have been filed in these chapter 11 cases asserting Claims and/or Administrative Claims against the Debtors, and approximately 3,200 Claims were scheduled, with approximately 870 being scheduled as contingent, unliquidated, and disputed claims. Of the Proofs of Claim filed, approximately 610 assert administrative priority (inclusive of Claims that assert priority pursuant to section 503(b)(9) for all or part of the Claim).

13. To date, the Debtors and Reorganized Debtors have filed twenty-seven omnibus objections to Claims, some of which were to Administrative Claims. The Reorganized Debtors have also opposed or resolved several motions for payment of Administrative Claims.

14. In total, the Debtors and Reorganized Debtors have objected to approximately 1,948 Claims, and have reviewed and marked an additional approximately 1,150 Claims to be allowed as filed. Approximately 1,898 Claims have been disallowed, reduced, reclassified, modified, or otherwise resolved pursuant to Court order. Additionally, the Reorganized Debtors' Claims reconciliation efforts have resolved approximately 290 Claims pursuant to stipulations with or withdrawals by the claimant. The Reorganized Debtors have worked diligently to obtain a final resolution of Claims and Administrative Claims subject to objections and have entered into stipulations or agreed orders resolving many Claims and Administrative Claims.

15. The Reorganized Debtors and their advisors have finished their review and reconciliation of all Claims, including both the Claims listed on the Schedules and the Claims asserted in the Proofs of Claim (including any supporting documentation) filed in these cases.

**D. Sales of Syms Owned Real Estate and Real Property Interests**

16. From and after confirmation of the Plan, the Reorganized Debtors have completed the sales of numerous pieces of Syms Owned Real Estate, generating approximately \$98.9 million in net sales proceeds for, among other things, making distributions to Holders of Allowed Claims in accordance with the Plan Waterfall. The proceeds from these sales were used for, among other things, making distributions to Holders of Allowed Claims in accordance with the Plan Waterfall.

**E. Distributions to Claimants**

17. In addition to their claim reconciliation efforts, the Reorganized Debtors have made significant distributions to holders of certain Allowed Claims. Since the Effective Date, the Reorganized Debtors have made distributions of approximately \$117 million to holders of certain Allowed Claims, including all payments owed to the Majority Shareholder under the Plan.

18. The only remaining outstanding payments due under the Plan are the remaining quarterly payments on the Allowed Union Pension Plan Claims. In accordance with the Plan, the Reorganized Debtors continue to make quarterly payments on the Allowed Union Pension Plan Claims from the Reorganized Debtors' general funds. The Reorganized Debtors anticipate that the balance of the amounts due on the Allowed Union Pension Plan Claims will be paid by February 2020.

**RELIEF REQUESTED**

19. By this Motion, the Reorganized Debtors seek entry of a Final Decree, substantially in the form attached hereto as **Exhibit A**, closing the Reorganized Debtors' chapter 11 cases, terminating certain claims and noticing services provided by KCC, and granting related relief.

**BASIS FOR RELIEF REQUESTED**

**A. Entry of Final Relief**

20. Section 350(a) of the Bankruptcy Code provides that "[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case." Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that "[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case." Local

Rule 3022-1(a) provides that, “[u]pon written motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been fully administered provided that all required fees due under 28 U.S.C. § 1930 have been paid.”

21. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules. The Advisory Committee Note to Bankruptcy Rule 3022 (the “Advisory Committee Note”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payouts under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

22. Courts in this district and others adopt the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, 2005 WL 1668396, at \*2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768–69 (Bankr. N.D. Ill. 1990)); *see also In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case).

23. Consistent with the view that not all of the Advisory Committee Note factors must be present prior to closing a chapter 11 case, courts have deemed cases fully

administered where there is a pending adversary proceeding. *In re JMP-Newcor Int'l, Inc.*, 225 B.R. 462, 465 (Bankr. N.D. Ill. 1998). Courts have also found cases to be fully administered where there are outstanding distributions to be made. *See, e.g., Mold Makers*, 124 B.R. at 768; *In re Jordan Mfg. Co.*, 138 B.R. 30, 35–36 (Bankr. C.D. Ill. 1992).<sup>4</sup>

24. In addition to the factors set forth in the Advisory Committee Note, courts have considered whether the plan of reorganization has been substantially consummated. *See, e.g., In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same).<sup>5</sup>

25. As of the date hereof, these chapter 11 cases have been “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter a final decree closing these chapter 11 cases. Specifically,

- a. the Confirmation Order has become final and is non-appealable;
- b. the Reorganized Debtors have emerged from chapter 11;
- c. with the exception of the remaining payments on the Allowed Union Pension Plan Claims, all payments required to be made pursuant to the Plan have been paid or provided for as set forth in the Plan;

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<sup>4</sup> Courts have also found that entry of a final decree is appropriate to end the accrual of section 1930 bankruptcy fees owed to the United States Trustee. *See In re Jay Bee Enters., Inc.*, 207 B.R. 536, 539 (Bankr. E.D. Ky. 1997) (stating that it seemed “appropriate to close [the] case to stop the financial drain on the debtor” on account of section 1930 fees). The Reorganized Debtors wish to close these Chapter 11 Cases as promptly as possible so as to avoid incurring additional section 1930 fees.

<sup>5</sup> Section 1101(2) of the Bankruptcy Code defines substantial consummation as the: (A) transfer of all or substantially all of the property proposed by the plan to be transferred; (B) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (C) commencement of distribution under the plan.



- d. the Reorganized Debtors have assumed the business and management of the property dealt with by the Plan;
- e. the Reorganized Debtors have made substantially all distributions provided for under the Plan and will make any remaining distributions in the ordinary course and in accordance with the Plan;
- f. all anticipated motions, contested matters, and adversary proceedings in these chapter 11 cases have been or will be resolved at or before the hearing on this Motion;
- g. all Proofs of Claim filed in these chapter 11 cases have been allowed, expunged, or otherwise resolved;
- h. all of the transactions contemplated by the Plan closed on the Effective Date; and
- i. the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code.

26. Moreover, “[t]he court should not keep [a] case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” Fed. R. Bankr. P. 3022, Advisory Comm. Note (1991). Furthermore, the entry of a final decree closing these chapter 11 cases is without prejudice to any creditors’ rights to petition the Court to reopen this chapter 11 case pursuant to section 350(b) of the Bankruptcy Code.

27. Finally in accordance with Local Rule 3022-1(c), the Reorganized Debtors will file a final report describing the fees and expenses awarded to the retained professionals who rendered services during the pendency of these chapter 11 cases.

28. For the foregoing reasons, the Reorganized Debtors submit that the Court should enter a final decree closing these chapter 11 cases.

**B. Termination of Claims and Noticing Services**

29. The Reorganized Debtors also request entry of an order terminating the claims and noticing services (the “Claims and Noticing Services”) provided by KCC pursuant to

the *Order Authorizing Employment and Retention of Kurtzman Carson Consultants LLC as Nortice, Claims, and Solicitation Agent for Debtors*, Nunc Pro Tunc to the Petition Date (D.I. 69) (the “KCC Retention Order”). Upon termination of the Claims and Noticing Services, and except as otherwise provided herein, KCC shall have no further obligations under the KCC Retention Order to the Court, the Debtors, the Reorganized Debtors, or any other party in interest with respect to the Claims and Noticing Services in these chapter 11 cases.

30. Pursuant to Local Rule 2002-1(f)(ix), within 30 days of entry of a final decree, KCC will (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, and (c) docket a Final Claims Register containing all Claims filed in these chapter 11 cases. KCC will also box and deliver all original claims to the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims. In addition to the foregoing, pursuant to Local Rule 2002-1(f)(xii), KCC will docket a final claims register in each jointly-administered case containing claims of only that specific case.

31. Should KCC receive any mail regarding the Reorganized Debtors or Debtors after entry of an order granting this Motion, KCC will collect and forward such mail no less frequently than monthly to the Reorganized Debtors at the following address (or such other address as may be subsequently provided by the Reorganized Debtors to KCC): Trinity Place Holdings Inc., 340 Madison Avenue, Suite 3c, New York, NY 10173.

### **NOTICE**

32. The Reorganized Debtors have provided notice of this Motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) any party who has requested

notice pursuant to Bankruptcy Rule 2002; and (c) all claimants whose Claims have not been allowed, expunged, or otherwise resolved as of the filing of this Motion. In light of the nature of the relief requested in this Motion, the Reorganized Debtors respectfully submit that no further notice is necessary.

WHEREFORE, the Reorganized Debtors respectfully request that the Court (i) enter the Final Decree, substantially in the form attached hereto as **Exhibit A**, and (ii) grant such other and further relief as is just and proper.

Dated: January 18, 2018  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Tamara K. Minott

Robert J. Dehney (Bar No. 3578)

Curtis S. Miller (Bar No. 4583)

Tamara K. Minott (Bar No. 5643)

1201 North Market Street

P.O. Box 1347

Wilmington, DE 19899-1347

Telephone: (302) 658-9200

Fax: (302) 658-3989

*Counsel for Reorganized Debtors*

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**EXHIBIT A**

**Proposed Final Decree**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  FILENE’S BASEMENT, LLC,  Debtor.	Chapter 11  Case No. 11-13511 (KJC)
In re:  SYMS CORP.,  Debtor.	Chapter 11  Case No. 11-13512 (KJC)
In re:  SYMS CLOTHING, INC.,  Debtor.	Chapter 11  Case No. 11-13513 (KJC)
In re:  SYMS ADVERTISING INC.,  Debtor. <sup>1</sup>	Chapter 11  Case No. 11-13514 (KJC)  <b>Re: D.I. _____</b>

**FINAL DECREE (I) CLOSING THE CHAPTER 11 CASES AND  
(II) TERMINATING CERTAIN CLAIMS AND NOTICING SERVICES**

Upon the motion (the “Motion”)<sup>2</sup> of The reorganized debtors in the above-captioned jointly administered cases (collectively, the “Reorganized Debtors”) for entry of a final decree (this “Final Decree”) closing these chapter 11 cases and terminating certain claims

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<sup>1</sup> The Reorganized Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Filene’s Basement, LLC (8277), Syms Corp. (5228), Syms Clothing, Inc. (3869), and Syms Advertising Inc. (5234). The Reorganized Debtors’ address is 340 Madison Avenue, Suite 3c, New York, NY 10173.

<sup>2</sup> Capitalized terms used, but not defined, herein shall have the meaning ascribed to them in the Motion.

and noticing services, all as more fully set forth in the Motion; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors' estates, their creditors, and other parties in interest; and the Court having found that Reorganized Debtors' notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the circumstances and no other notice need be provided; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Each of the above-captioned chapter 11 cases is hereby closed and a final decree is granted effective as of the date hereof; provided, however, that this Court shall retain jurisdiction as provided for in the Plan.
3. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen any of these chapter 11 cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Reorganized Debtors to dispute, in an appropriate non-bankruptcy forum, all claims that were filed against the

Reorganized Debtors in these chapter 11 cases as contemplated by the Plan and the Confirmation Order.

4. The Reorganized Debtors shall, on or before 30 days after entry of this Final Decree: (a) pay all fees due and payable pursuant to 28 U.S.C. § 1930(a)(6); and (b) serve copies of all post-confirmation reports on the U.S. Trustee. Entry of this Final Decree is without prejudice to the rights of the U.S. Trustee to reopen these chapter 11 cases to seek appropriate relief in the event of an unresolved dispute over the payment of fees pursuant to 28 U.S.C. § 1930(a)(6) or the post-confirmation reports.

5. The Claims and Noticing Services are terminated in accordance with the Motion upon the completion of the services listed in paragraph 6 below. Thereafter, KCC shall have no further obligations to this Court, the Debtors, the Reorganized Debtors, or any other party in interest with respect to the Claims and Noticing Services in these chapter 11 cases.

6. Pursuant to Local Rule 2002-1(f)(ix), within 30 days of entry of this Final Decree, KCC shall (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, and (c) docket a Final Claims Register in the lead case containing claims of all cases. KCC shall box and deliver all original claims to the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims. In addition to the foregoing, pursuant to Local Rule 2002-1(f)(xii), KCC shall docket a final claims register in each jointly-administered case containing the claims of only that specific case.

7. Should KCC receive any mail regarding the Reorganized Debtors or the Debtors after entry of this Final Decree, KCC shall collect and forward such mail no less

frequently than monthly to the Reorganized Debtors at the following address (or such other address as may be subsequently provided by the Reorganized Debtors to KCC): Trinity Place Holdings Inc., 340 Madison Avenue, Suite 3c, New York, NY 10173.

8. The Reorganized Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

9. Notwithstanding anything to the contrary, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Final Decree.

Dated: \_\_\_\_\_, 2018  
Wilmington, Delaware

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THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re	:	Chapter 11
	:	
FILENE'S BASEMENT, LLC, <u>et al.</u> , <sup>1</sup>	:	Case No. 11-13511 (KJC)
	:	
Reorganized Debtors.	:	Jointly Administered
	:	
	:	<b>Hearing Date: February 22, 2018 at 3:00 p.m. (ET)</b>
	:	<b>Objections Due: February 1, 2018 at 4:00 p.m. (ET)</b>
	X	

**NOTICE OF REORGANIZED DEBTORS' MOTION FOR ENTRY OF A FINAL  
DECREE (I) CLOSING THE REORGANIZED DEBTORS' CHAPTER 11 CASES  
AND (II) TERMINATING CERTAIN CLAIMS AND NOTICING SERVICES**

PLEASE TAKE NOTICE that the reorganized debtors in the above-captioned jointly administered cases (collectively, the "Reorganized Debtors"), have filed the attached **Reorganized Debtors' Motion For Entry Of A Final Decree (I) Closing The Reorganized Debtors' Chapter 11 Cases And (II) Terminating Certain Claims And Noticing Services** (the "Motion").

PLEASE TAKE FURTHER NOTICE that any party wishing to oppose the entry of an order approving the Motion must file a response or objection ("Response") if any, to the Motion with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **February 1, 2018 at 4:00 p.m. (Eastern Time)** (the "Objection Deadline").

At the same time, you must serve such Response on counsel for the Reorganized Debtors so as to be received by the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION, IF NECESSARY, WILL BE HELD ON **FEBRUARY 22, 2018 AT 3:00 P.M. (EASTERN TIME)** BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM #5, WILMINGTON, DELAWARE 19801. ONLY PARTIES WHO HAVE FILED A TIMELY OBJECTION WILL BE HEARD AT THE HEARING.

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<sup>1</sup> The Reorganized Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Filene's Basement, LLC (8277), Syms Corp. (5228), Syms Clothing, Inc. (3869), and Syms Advertising Inc. (5234). The Reorganized Debtors' address is 340 Madison Avenue, Suite 3c, New York, NY 10173.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: January 18, 2018  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Tamara K. Minott

Robert J. Dehney (Bar No. 3578)  
Curtis S. Miller (Bar No. 4583)  
Tamara K. Minott (Bar No. 5643)  
1201 North Market Street  
P.O. Box 1347  
Wilmington, DE 19899-1347  
Telephone: (302) 658-9200  
Fax: (302) 658-3989

*Counsel for Reorganized Debtors*

11593334.1